

# IMGA BOARD CHARTER

## (ORGANIZATIONAL RULES)

### 1. PREAMBLE - SCOPE AND PURPOSE OF THE RULES

1. The present Organisational Rules (the “**Charter**”) are issued by the Board of the International Masters Games Association (“**IMGA**”).
2. This Charter sets out the principles for the governance of IMGA on matters not specifically addressed in the IMGA Constitution (the “**Constitution**”). It outlines the tasks, competences, powers, election process as well as the rights and duties of the officers and members of the IMGA bodies.
3. Capitalized terms used but not defined herein shall have the meaning assigned to such terms in the Articles.

### 2. IMGA ORGANISATION

4. The IMGA bodies, officers and groups are the following:
  - a) General Assembly;
  - b) The Board, which is composed of
    - The Executive Committee (“**ExCo**”), which is composed of
      - The President,
      - Vice President(s) (“**VP(s)**”),
      - Treasurer,
      - Members of the ExCo,
    - Specialized committees (“**Board Committees**”);
    - The members of the Board;
  - c) The Honorary Presidents and VPs;
  - d) The Chief Executive Officer (“**CEO**”);

e) Other IMGA *ad hoc* groups as may be appointed by the Board.

### 3. PRESIDENT AND VICE PRESIDENT(S)

#### 3.1 President

5. The President is elected by the General Assembly (Art. 30 of the Constitution).
6. The President is elected for a four-year term with two possible renewals (Art. 31 of the Constitution).
7. The President leads and oversees the work of the ExCo, the CEO and, more generally, the activities of IMGA pursuant to Art. 34 of the Constitution.
8. In case the President is unavailable or is, becomes or may be perceived as having a conflict of interest with regard to a particular task or project of which the President or ExCo is seized, the President shall be replaced by a VP, pursuant to para. 13 below.
9. In case the President resigns or otherwise becomes unable to serve until the end of her/his term the replacement President shall be elected for the remaining part of the then-current four-year term in accordance with para. 5 above. Such remainder of a term shall not count as a term for purposes of para. 6 above.

#### 3.2 Vice President(s)

11. The Board selects the VP(s) from among its members (Arts. 30 and 31 of the Constitution) for election by the General Assembly.
12. The VPs' role generally is to replace the President when the latter is unavailable or is, becomes or may be perceived as having a conflict of interest with regard to a particular task or project of which the President or ExCo is seized.
13. In case a VP resigns or otherwise becomes unable to serve until the end of her/his term, the replacement VP is selected among and by the remaining

ExCo members, excluding from any decision those Board members who express an interest to serve as VP (and are therefore conflicted). The selected candidate is then proposed to the Board for election. Should the remaining Board members be unable to reach an agreement on one candidate or the Board disagree with the candidate proposed, the Board elects the VP through a confidential circular vote of all its members.

## 4. BOARD

### 4.1 Composition and election

14. The General Assembly elects the Board, which consists of a minimum of nine and a maximum of 13 members, including the President and any VP(s) (Art. 30 of the Constitution).
15. In order to ensure a general coherence of the Board, all its members are in principle elected on the occasion of the same General Assembly, for a four-year term, with the exception of elections to fill casual vacancies as they arise (Art. 24 of the Constitution).
16. Members of the Board may not hold office for more than 12 years (whether consecutively or cumulatively), unless they are elected as President (Art. 31 of the Constitution).
17. Candidates to serve on the Board should (i) be able and willing to serve as Board members, and (ii) undertake to commit the necessary time to the activities of IMGA, which commitment typically includes:
  - a) Attendance at least at every other IMGA Board meeting;
  - b) Attendance and participation at one IMGA event per year;
  - c) Participation in one project per term, if asked to contribute.
18. The election process of the Board is the following:
  - a) Selection of an *ad hoc* Search Committee by the Board, upon recommendation of the ExCo, as per Section 9.1 below;

- b) Call for interest to serve as member of the Board to the IMGA members and the community at large, such call including a call for interest to serve on the ExCo and as VP; the result of such calls shall be addressed to the President and to the CEO and forwarded by them to the Search Committee;
- c) Proposal of candidates considered suitable by the Search Committee, not necessarily limited to those who have expressed an interest to serve;
- d) Collection of comments from the current Board members on the Search Committee's proposed candidates and finalization of the proposed candidates to be submitted to the General Assembly;
- e) Election by the General Assembly.

#### 4.2 Tasks and powers

19. The Board fulfils the duties listed in Article 34 of the Constitution. These are:

- to take such steps as may be necessary to achieve the objects laid down in Article 2 of the Constitution,
- to ensure the execution of decisions taken by the General Assembly,
- to appoint city(ies) in charge of the organisation of the next IMGA Masters Games,
- to monitor the progress of the preparations for future IMGA Masters Games and take necessary steps to ensure the maintenance of proper standards in the organisation of IMGA Masters Games,
- to approve the proposed sports programme of the IMGA Masters Games,
- to ensure that drug testing is carried out in accordance with the rules and regulations in the World Anti-Doping Code (WADC),
- to ensure compliance with the overall guidelines related to the organisation of IMGA Masters Games,
- to seek organisers for future IMGA Masters Games and to negotiate with them,
- to grant IMGA patronage, upon such terms and conditions as it may consider appropriate, to Masters sport events,
- to recommend a professional auditor to the General Assembly for appointment,
- to appoint and delegate specific responsibilities to the CEO of IMGA,
- to appoint Honorary positions within the IMGA,



- to introduce and amend bye-laws, regulations and guidelines in relation to all matters, subject to the authority of the IMGGA,
- to carry out any other duty not specifically attributed to the General Assembly.

20. In consideration thereof, the Board has the following responsibilities:

- a) Defining the long-term objectives of IMGGA and the general strategy for achieving them;
- b) Providing guidance on issues of concern to IMGGA;
- c) Appointing the ExCo and the Board Committees.

#### **4.3 Mode of operation**

22. The Board meets as often as necessary as determined by President, at least twice a year. At least one meeting shall be held in person in conjunction with an IMGGA event. Meetings are convened by the President, or in case of an impediment, a VP. The ExCo may decide to hold the Board meeting online by videoconference or in a hybrid manner.
23. As foreseen in Art. 33 of the Constitution, the Board makes decisions by simple majority of the members present; in the event of a tie vote, the vote of the President prevails. If no member objects, the Board may make its decisions by correspondence, as well as through deliberations held by telephone or by electronic means. Any member may require that the vote be held confidentially.

#### **4.4 Terms**

24. Service on the IMGGA Board is voluntary and includes preparation for and attendance at Board meetings based on the agendas and materials provided.
25. Board members receive a per diem for expenses associated with participation in Board meetings as established and approved by the ExCo and, to the extent applicable, by the relevant tax authorities.

26. Any services rendered by Board members in addition to those above may be compensated on the basis of terms approved by the ExCo.

## 5. EXECUTIVE COMMITTEE

### 5.1 Composition and election

27. The Board appoints an ExCo composed of not more than five persons, not including the CEO, who attends *ex officio*. The ExCo is selected from among the members of the Board. It includes the President, a VP, the Treasurer (namely the Board member with requisite financial expertise to exercise oversight responsibility over the IMGA's financial operations per Art. 30 of the Constitution), IF representation, and both female and male members.

28. Members of the ExCo are appointed for as long as it is deemed necessary by the Board, within the limits of their term as a Board member.

29. The ExCo members are appointed by the Board on the proposal of the President.

30. In case an ExCo member resigns or otherwise becomes unable to serve until the end of her/his term, the President shall, as she / he deems necessary, propose a replacement.

### 5.2 Tasks and powers

28. The task of the ExCo is to closely support the President. The activities of the ExCo are led and overseen by the President.

29. The ExCo has the following responsibilities:

- a) Conducting IMGA's ordinary business to the extent that it has not been delegated to the CEO;
- b) Supporting the CEO in preparation of meetings of the Board and the General Assembly;
- c) Ensuring compliance with Art 37 of the Constitution (binding representation of the IMGA);

- d) Establishing an investment policy for approval by the Board and monitoring compliance therewith;
- e) Determining the fees for services provided by the IMGGA and its bodies;
- f) Concluding the contract between the IMGGA and the CEO on the basis of terms agreed by the Board;
- f) Making recommendations to the Board where necessary.

30. The ExCo may assign specific responsibilities to its members on which the ExCo will report to the Board, including, but not necessarily limited to:

- a) Oversight and coordination of any Board committees;
- b) Oversight of finance (in coordination with the CEO) ;
- c) Oversight of communications and/or media relations;
- d) Oversight of legal matters.

32. Whenever the ExCo is seized of, or becomes involved in, a project in respect of which it is apparent that an ExCo member has, or may be perceived as having, a conflict of interests, that ExCo member shall abstain from any involvement in the discussions, decisions and recommendations relating to such project or its implementation.

### **5.3 Mode of operation**

33. The ExCo meets as and when required, upon invitation of the President or a VP. It is chaired by the President or, in case of impediment, by a VP (Art. 34 of the Constitution).
34. The ExCo may appoint individuals, task forces and other groups, permanent or temporary, to which it may delegate some of its functions based on expertise and availability. These individuals or groups need not be members of the ExCo or of the Board.



35. Pursuant to her / his responsibilities under Art. 35 of the Constitution, the CEO attends all ExCo meetings unless such meetings concern a matter in respect of which the CEO has a conflict (Art. 10.6 of the Articles).

36. ExCo decisions are adopted by a simple majority of the members present, with the President holding a casting vote.

## **6. BOARD COMMITTEES**

37. The Board may appoint specialized committees. Currently, the following Board Committees are constituted:

- Remuneration
- Finance (specific terms of reference and composition to be determined)

38. The Board Committees report to the ExCo, which establishes their terms of reference.

## **7. CHIEF EXECUTIVE OFFICER**

40. The Board appoints a CEO (Art. 34 of the Constitution).

41. The CEO has the following responsibilities (Art. 35 of the Constitution):

- Making recommendations to the President and the Board on the activities of the IMGA,
- Implementing policy and instructions decided by the President and the Board,
- Reporting regularly to the President and the Board,
- Preparing budgets and accounts of the IMGA,
- Preparing the General Assembly and the meetings of the Board,
- Establishing the minutes of these meetings,
- Any other duties specifically delegated by the Board.

## **8. SIGNATORY POWER**

42. The IMGA is bound by the signature of its President, or a Vice President, in conjunction with the signature of the CEO or that of another member of the IMGA Board. In the case of the unavailability of the President, a Vice President shall replace him. (Art. 37 of the Constitution).

## 9. AD HOC COMMITTEES

### 9.1 Selection Committee

43. A selection committee is set up from time to time when foreseen in this Charter, or otherwise when deemed useful by the Board.
44. As a matter of principle, the Selection Committee is composed of the current President and at least two other Board members designated by the Board upon recommendation of the ExCo.
45. Members of the Selection Committee who are candidates, or who are for any other reason conflicted, shall recuse themselves from the discussions held by the Selection Committee to the extent these relate to the conflictual matter.

### 9.2 Other *ad hoc* committees

46. Other *ad hoc* committees may be set up from time to time by the Board. The Board may delegate the constitution of an *ad hoc* committee to the ExCo. All *ad hoc* committees report to the ExCo and include a member of the ExCo, unless otherwise provided.

## 10. EFFECTIVE DATE AND AMENDMENT

53. This Charter has been approved by the Board on 27 June 2023 and become effective upon such date.
54. It may be amended at any time by the Board.